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September 19, 2001

VIA OVERNIGHT MAIL

Chubb & Son
 Patricia A. Hurley
 Employee Relations Manager
 15 Mountain View Road
 Warren, NJ 07061

RE: Doug Baillie

Dear Ms. Hurley:

Our firm has been retained by Doug Baillie in connection with the proposed Release presented to him on or about September 6, 2001. The purpose of this correspondence is to advise you of our representation and request that you call me to discuss the proposal as soon as possible.

Mr. Baillie is currently out of town in training and we believe additional time may be necessary to evaluate any proposal. Accordingly, we request that the October 1, 2001 deadline for consideration of the proposal be extended while we negotiate in good faith to resolve this matter. I will assume that this suggestion is acceptable unless I am advised to the contrary.

Mr. Baillie is concerned about the consideration being offered to him in exchange for his general release of all potential claims against the company. However, we believe that the matter can be resolved.

As I believe you know, Mr. Baillie has worked for the company for 26 years and is 51 years of age. Aside from loss of salary and benefits, the decision to terminate Mr. Baillie's employment will have a substantial impact on his retirement.

At the time of his termination, Mr. Baillie was performing well. In his Zone, Mr. Baillie believes that he was the top manager in terms of profit, second in terms of growth, and ahead of all of his goals. The financial results of his group were great and he has always understood financial results to be his top priority. We believe that the financial results normally constitute 75% of a person's evaluation.



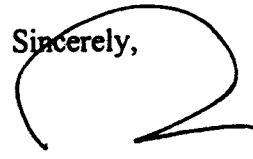
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We have reviewed a performance review dated March 12, 2001. Tim Szerlong advised Mr. Baillie in that review that his success in Cincinnati hinged "on better financials, a modification of [his] management execution, and the ability to build a reputation as a balanced and consistent leader." Mr. Szerlong admitted that the performance evaluation was "one sided..." Nonetheless, Mr. Baillie's profit remained strong and his 360 degree feedback, in both 1999 and 2000, rated him highly in the area of "leadership."

We look forward to speaking to you or your counsel, as appropriate.

Sincerely,

 
Randolph H. Freking

RHF/khp